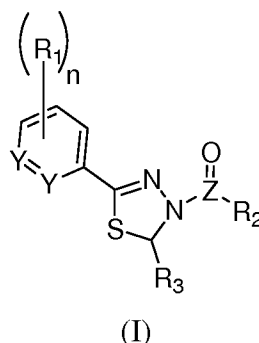


### ***Amendments to the Claims***

The listing of claims will replace all prior versions, and listings of claims in the application:

#### Listing of claims:

Claim 1. (Currently amended) A compound of Formula I:



in which

$n$  is selected from 1, 2 and 3;

$Z$  is selected from C and S(O); each

$Y$  is independently selected from  $-CR_4=$ ;

wherein  $R_4$  is selected from hydrogen, cyano, hydroxyl,  $C_{1-6}$ alkyl,  $C_{1-6}$ alkoxy, halo-substituted- $C_{1-6}$ alkyl and halo-substituted- $C_{1-6}$ alkoxy;

$R_1$  is selected from halo, cyano, hydroxyl,  $C_{1-6}$ alkyl,  $C_{1-6}$ alkoxy, halo-substituted- $C_{1-6}$ alkyl, halo-substituted- $C_{1-6}$ alkoxy and  $-C(O)OR_4$ ; wherein  $R_4$  is selected from hydrogen, cyano, hydroxyl,  $C_{1-6}$ alkyl,  $C_{1-6}$ alkoxy, halo-substituted- $C_{1-6}$ alkyl and halo-substituted- $C_{1-6}$ alkoxy;

$R_2$  is selected from  $C_{6-10}$ aryl, and  $C_{3-12}$ cycloalkyl; wherein any aryl or cycloalkyl of  $R_2$  is optionally substituted with 1 to 5 radicals independently selected from halo, hydroxy, cyano, nitro,  $C_{1-6}$ alkyl,  $C_{1-6}$ alkoxy, halo-substituted- $C_{1-6}$ alkyl, halo-substituted- $C_{1-6}$ alkoxy,  $-C(O)NR_5R_6$ ,  $-OR_5$ ,  $-OC(O)R_5$ ,  $-NR_5R_6$ ,  $-C(O)R_5$  and  $-NR_5C(O)R_5$ ;

wherein:

$R_5$  and  $R_6$  are independently selected from hydrogen,  $C_{1-6}$ alkyl,  $C_{1-6}$ alkoxy, halo-substituted- $C_{1-6}$ alkyl, halo-substituted- $C_{1-6}$ alkoxy,  $C_6$ -

$_{10}$ aryl- $C_{0-4}$ alkyl, and  $C_{3-12}$ cycloalkyl- $C_{0-4}$ alkyl; wherein any aryl or cycloalkyl of  $R_5$  is optionally substituted with 1 to 4 radicals independently selected from halo, hydroxy, cyano, nitro,  $C_{1-6}$ alkyl,  $C_{1-6}$ alkoxy, halo-substituted- $C_{1-6}$ alkyl and halo-substituted- $C_{1-6}$ alkoxy;  $R_3$  is selected from  $C_{6-10}$ aryl and  $C_{3-12}$ cycloalkyl; wherein any aryl or cycloalkyl of  $R_3$  is substituted with 1 to 5 radicals independently selected from halo,  $C_{1-6}$ alkoxy, halo-substituted- $C_{1-6}$ alkyl, halo-substituted- $C_{1-6}$ alkoxy, -OXR<sub>7</sub>, -OXC(O)NR<sub>7</sub>R<sub>8</sub>, -OXC(O)NR<sub>7</sub>XC(O)OR<sub>8</sub>, -OXC(O)NR<sub>7</sub>XOR<sub>8</sub>, -OXC(O)NR<sub>7</sub>XNR<sub>7</sub>R<sub>8</sub>, -OXC(O)NR<sub>7</sub>XS(O)<sub>0-2</sub>R<sub>8</sub>, -OXC(O)NR<sub>7</sub>XNR<sub>7</sub>C(O)R<sub>8</sub>, -OXC(O)NR<sub>7</sub>XC(O)XC(O)OR<sub>8</sub>, -OXC(O)NR<sub>7</sub>R<sub>9</sub>, -OXC(O)OR<sub>7</sub>, -OXOR<sub>7</sub>, -OXR<sub>9</sub>, -XR<sub>9</sub>, -OXC(O)R<sub>9</sub>, -OXS(O)<sub>0-2</sub>R<sub>9</sub> and -OXC(O)NR<sub>7</sub>CR<sub>7</sub>[C(O)R<sub>8</sub>]<sub>2</sub>;

wherein:

X is selected from a bond and  $C_{1-6}$ alkylene wherein any methylene of X can optionally be replaced with a divalent radical selected from C(O), NR<sub>7</sub>, S(O)<sub>2</sub> and O;

$R_7$  and  $R_8$  are independently selected from hydrogen, cyano,  $C_{1-6}$ alkyl, halo-substituted- $C_{1-6}$ alkyl,  $C_{2-6}$ alkenyl and  $C_{3-12}$ cycloalkyl- $C_{0-4}$ alkyl;

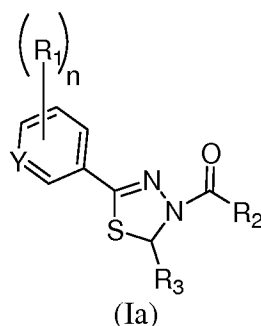
$R_9$  is selected from  $C_{6-10}$ aryl- $C_{0-4}$ alkyl and  $C_{3-12}$ cycloalkyl- $C_{0-4}$ alkyl; wherein any alkyl of  $R_9$  can have a hydrogen replaced with -C(O)OR<sub>10</sub>; and any aryl or cycloalkyl of  $R_9$  is optionally substituted with 1 to 4 radicals independently selected from halo,  $C_{1-6}$ alkyl,  $C_{3-12}$ cycloalkyl, halo-substituted- $C_{1-6}$ alkyl,  $C_{1-6}$ alkoxy, halo-substituted- $C_{1-6}$ alkoxy, -XC(O)OR<sub>10</sub>, -XC(O)R<sub>10</sub>, -XC(O)NR<sub>10</sub>R<sub>10</sub>, -XS(O)<sub>0-2</sub>NR<sub>10</sub>R<sub>10</sub> and -XS(O)<sub>0-2</sub>R<sub>10</sub>;

wherein:

$R_{10}$  is independently selected from hydrogen and  $C_{1-6}$ alkyl;

~~and the pharmaceutically acceptable salts, hydrates, solvates and isomers thereof~~  
or a pharmaceutically acceptable salt or isomer thereof.

Claim 2. (Previously presented) The compound of claim 1 of Formula Ia:



in which

n is selected from 1, 2 and 3;

Y is selected from  $-\text{CH}=\text{}$ ;

$\text{R}_1$  is selected from halo,  $\text{C}_{1-6}$ alkyl, and  $-\text{C}(\text{O})\text{OR}_4$ ; wherein  $\text{R}_4$  is selected from hydrogen and  $\text{C}_{1-6}$ alkyl;

$\text{R}_2$  is selected from  $\text{C}_{6-10}$ aryl and  $\text{C}_{3-12}$ cycloalkyl; wherein any aryl or cycloalkyl of  $\text{R}_2$  is optionally substituted with 1 to 4 radicals independently selected from halo, hydroxy,  $\text{C}_{1-6}$ alkyl, halo-substituted- $\text{C}_{1-6}$ alkyl and  $-\text{OC}(\text{O})\text{R}_5$ ; wherein  $\text{R}_5$  is selected from hydrogen and  $\text{C}_{1-6}$ alkyl; and

$\text{R}_3$  is selected from  $\text{C}_{6-10}$ aryl and  $\text{C}_{3-12}$ cycloalkyl; wherein any aryl or cycloalkyl of  $\text{R}_3$  is substituted with 1 to 5 radicals independently selected from halo, hydroxyl,  $\text{C}_{1-6}$ alkoxy, halo-substituted- $\text{C}_{1-6}$ alkyl, halo-substituted- $\text{C}_{1-6}$ alkoxy,  $-\text{OXR}_7$ ,  $-\text{OXC}(\text{O})\text{NR}_7\text{R}_8$ ,  $-\text{OXC}(\text{O})\text{NR}_7\text{XC}(\text{O})\text{OR}_8$ ,  $-\text{OXC}(\text{O})\text{NR}_7\text{XOR}_8$ ,  $-\text{OXC}(\text{O})\text{NR}_7\text{XNR}_7\text{R}_8$ ,  $-\text{OXC}(\text{O})\text{NR}_7\text{XS}(\text{O})_{0-2}\text{R}_8$ ,  $-\text{OXC}(\text{O})\text{NR}_7\text{XNR}_7\text{C}(\text{O})\text{R}_8$ ,  $-\text{OXC}(\text{O})\text{NR}_7\text{XC}(\text{O})\text{XC}(\text{O})\text{OR}_8$ ,  $-\text{OXC}(\text{O})\text{NR}_7\text{R}_9$ ,  $-\text{OXC}(\text{O})\text{OR}_7$ ,  $-\text{OXOR}_7$ ,  $-\text{OXR}_9$ ,  $-\text{XR}_9$ ,  $-\text{OXC}(\text{O})\text{R}_9$  and  $-\text{OXC}(\text{O})\text{NR}_7\text{CR}_7[\text{C}(\text{O})\text{R}_8]_2$ ;

wherein

X is selected from a bond and  $\text{C}_{1-6}$ alkylene;

$\text{R}_7$  and  $\text{R}_8$  are independently selected from hydrogen, cyano,  $\text{C}_{1-6}$ alkyl, halo-substituted- $\text{C}_{1-6}$ alkyl,  $\text{C}_{2-6}$ alkenyl and  $\text{C}_{3-12}$ cycloalkyl- $\text{C}_{0-4}$ alkyl;

$\text{R}_9$  is selected from  $\text{C}_{6-10}$ aryl- $\text{C}_{0-4}$ alkyl and  $\text{C}_{3-12}$ cycloalkyl- $\text{C}_{0-4}$ alkyl;

wherein any alkyl of  $\text{R}_9$  can have a hydrogen replaced with

$-\text{C}(\text{O})\text{OR}_{10}$ ; and any aryl or cycloalkyl of  $\text{R}_9$  is optionally substituted

with 1 to 4 radicals independently selected from halo, C<sub>1-6</sub>alkyl, C<sub>3-12</sub>cycloalkyl, halo-substituted-C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, halo-substituted-C<sub>1-6</sub>alkoxy, -XC(O)OR<sub>10</sub>, -XC(O)R<sub>10</sub>, -CR<sub>10</sub>(NR<sub>10</sub>R<sub>10</sub>)=NOR<sub>10</sub>, -XC(O)NR<sub>10</sub>R<sub>10</sub>, -XS(O)<sub>0-2</sub>NR<sub>10</sub>R<sub>10</sub> and -XS(O)<sub>0-2</sub>R<sub>10</sub>;  
wherein

R<sub>10</sub> is independently selected from hydrogen and C<sub>1-6</sub>alkyl.

Claim 3. (Previously presented) The compound of claim 2 in which

R<sub>1</sub> is selected from fluoro, chloro, methyl and -C(O)OCH<sub>3</sub>; and

R<sub>2</sub> is selected from phenyl, cyclohexyl, cyclopentyl, and naphthyl; wherein any aryl or cycloalkyl of R<sub>2</sub> is optionally substituted with 1 to 4 radicals independently selected from fluoro, chloro, bromo, hydroxy, methyl, ethyl, propyl, t-butyl, amino, dimethyl-amino, methoxy, trifluoromethyl, trifluoromethoxy and -OC(O)CH<sub>3</sub>.

Claim 4. (Previously presented) The compound of claim 3 in which R<sub>3</sub> is phenyl substituted

with 1 to 5 radicals independently selected from fluoro, chloro, bromo, methoxy, hydroxyl, difluoromethoxy, -OCH<sub>2</sub>C(O)NH<sub>2</sub>, -OCH<sub>2</sub>C(O)OCH<sub>3</sub>, -OCH<sub>2</sub>C(O)NHCH<sub>3</sub>, -OCH<sub>2</sub>C(O)N(CH<sub>3</sub>)<sub>2</sub>, -R<sub>9</sub>, -OR<sub>9</sub>, -OCH<sub>2</sub>R<sub>9</sub>, -OCH<sub>2</sub>C(O)R<sub>9</sub>, -OCH<sub>2</sub>C(O)NHR<sub>9</sub>, -OCH<sub>2</sub>C(O)N(CH<sub>3</sub>)R<sub>9</sub>, -OCH<sub>2</sub>C(O)NHCH<sub>2</sub>R<sub>9</sub>, -OCH<sub>2</sub>CN, -OCH<sub>2</sub>C<sub>2</sub>H<sub>3</sub>, -OCH<sub>2</sub>C<sub>2</sub>H<sub>4</sub>, -O(CH<sub>2</sub>)<sub>2</sub>OH, -OCH<sub>2</sub>C(O)NH(CH<sub>2</sub>)<sub>2</sub>C(O)OC<sub>2</sub>H<sub>5</sub>, -OCH<sub>2</sub>C(O)NH(CH<sub>2</sub>)<sub>2</sub>CH<sub>2</sub>F, -OCH<sub>2</sub>C(O)NHCH<sub>2</sub>CH<sub>2</sub>F, -OCH<sub>2</sub>C(O)NH(CH<sub>2</sub>)<sub>2</sub>C(O)OH, -OCH<sub>2</sub>C(O)NHCH(CH<sub>2</sub>R<sub>9</sub>)C(O)OC<sub>2</sub>H<sub>5</sub>, -OCH<sub>2</sub>C(O)NHC(O)(CH<sub>2</sub>)<sub>2</sub>C(O)OCH<sub>3</sub>, -OCH<sub>2</sub>C(O)NH(CH<sub>2</sub>)<sub>2</sub>NHC(O)CH<sub>3</sub>, -OCH<sub>2</sub>C(O)NHCH<sub>2</sub>C(O)C<sub>2</sub>H<sub>5</sub>, -OCH<sub>2</sub>C(O)NH(CH<sub>2</sub>)<sub>2</sub>C(O)OC<sub>4</sub>H<sub>9</sub>, -OCH<sub>2</sub>C(O)NHCH<sub>2</sub>C(O)OC<sub>2</sub>H<sub>5</sub>, -OCH<sub>2</sub>C(O)NHCH[C(O)OC<sub>2</sub>H<sub>5</sub>]<sub>2</sub>, -S(O)<sub>2</sub>CH<sub>3</sub>, -OCH<sub>2</sub>C(O)NHCH<sub>2</sub>CF<sub>3</sub>, -OCH<sub>2</sub>C(O)NHCH<sub>2</sub>C(O)(CH<sub>2</sub>)<sub>2</sub>C(O)OCH<sub>3</sub>, -OCH<sub>2</sub>C(O)N(CH<sub>3</sub>)CH<sub>2</sub>C(O)OCH<sub>3</sub>, -OCH<sub>2</sub>C(O)NH(CH<sub>2</sub>)<sub>3</sub>OC<sub>2</sub>H<sub>5</sub>, -OCH<sub>2</sub>C(O)NH(CH<sub>2</sub>)<sub>3</sub>OCH(CH<sub>3</sub>)<sub>2</sub>, -OCH<sub>2</sub>C(O)NH(CH<sub>2</sub>)<sub>2</sub>SCH<sub>3</sub>, -OCH<sub>2</sub>C(O)NHCH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -OCH<sub>2</sub>C(O)NHCH(CH<sub>3</sub>)CH<sub>2</sub>OH, -OCH<sub>2</sub>C(O)NHCH<sub>2</sub>CH(CH<sub>3</sub>)C<sub>2</sub>H<sub>5</sub>, -OCH<sub>2</sub>C(O)NHCH(CH<sub>3</sub>)C(O)OC<sub>2</sub>H<sub>5</sub>, -OCH<sub>2</sub>C(O)NHCH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub> and -OCH<sub>2</sub>C(O)(CH<sub>2</sub>)<sub>3</sub>OCH(CH<sub>3</sub>)<sub>2</sub>;

wherein

R<sub>9</sub> is phenyl, cyclopropyl-methyl, phenethyl; wherein any alkyl of R<sub>9</sub> can have a hydrogen replaced with -C(O)OC<sub>2</sub>H<sub>5</sub>; wherein any aryl of R<sub>9</sub> is optionally substituted with 1 to 4 radicals independently selected from methyl, ethyl, cyclopropyl, methoxy, trifluoromethyl, -OC(O)CH<sub>3</sub>, -COOH, -S(O)<sub>2</sub>NH<sub>2</sub>, -CH(NH<sub>2</sub>)=NOH, -C(O)OC<sub>2</sub>H<sub>5</sub>, -CH<sub>2</sub>C(O)OH, -CH<sub>2</sub>C(O)OC<sub>2</sub>H<sub>5</sub>, -CH<sub>2</sub>C(O)OCH<sub>3</sub>, -C(O)OCH<sub>3</sub>, -C(O)NH<sub>2</sub>, -C(O)NHCH<sub>3</sub> and -C(O)CH<sub>3</sub>.

Claim 5. (Original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 in combination with a pharmaceutically acceptable excipient.

Claim 6. (Cancelled) ~~A method for treating a disease or disorder in an animal in which modulation of LXR activity can prevent, inhibit or ameliorate the pathology and/or symptomatology of the disease, which method comprises administering to the animal a therapeutically effective amount of a compound of Claim 1.~~

Claim 7. (Cancelled) ~~The method of claim 6 wherein the diseases or disorder are selected from cardiovascular disease, diabetes, neurodegenerative diseases and inflammation.~~

Claim 8. (Cancelled).

Claim 9. (Cancelled) ~~A method for treating a disease or disorder in an animal in which modulation of LXR activity can prevent, inhibit or ameliorate the pathology and/or symptomatology of the disease, which method comprises administering to the animal a therapeutically effective amount of a compound of Claim 1.~~

Claim 10. (Cancelled) ~~The method of claim 9 further comprising administering a therapeutically effective amount of a compound of Claim 1 in combination with another therapeutically relevant agent.~~

Claim 11. (Currently amended) The compound of claim 1 selected from:

